

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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20676
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DIRECT DIAL:

RECORDED

MAY 7 '97

1:42 PM

April 29, 1997

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation is the following document:

Two (2) executed originals of Correction Bill of Sale, a primary document, dated effective as of December 5, 1996.

16017
The enclosed Correction Bill of Sale referenced above relates to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and the Bank of New York, as Successor Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Trustee is 101 Barclay Street, 21W, New York, New York, 10007.

The railroad equipment covered by the Correction Bill of Sale consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$24.00 to cover the recordation fee.

Should be
under
16017

MAY 7 1 42 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Error
Should be
Secretary

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

A short summary of the document appears in the index follows:

Primary Document. Correction Bill of Sale, a primary document, dated as of December 5, 1996, between the Company and the Bank, as Trustee, and covering one hundred and three (103) railcars.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

cc: Neil Shoop
John Levin, Esq.

RECORDATION NO. 20676 FILED

MAY 7 '97

1-42 AM

CORRECTION BILL OF SALE

(Series 7-15)

**THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO**

TRINITY INDUSTRIES LEASING COMPANY

WHEREAS, on December 5, 1996, the undersigned, the Bank of New York, as Successor Trustee, executed a Bill of Sale conveying the Trust Equipment therein described to Trinity Industries Leasing Company and such Bill of Sale was recorded with the Surface Transportation Board on December 19, 1996 under Recordation No. 16017-WWW;

WHEREAS, the car numbers of certain units of the Trust Equipment were incorrectly listed in Exhibits A and B to such Bill of Sale; and

WHEREAS, the undersigned desires to re-execute such Bill of Sale to show the correct car numbers of such units of the Trust Equipment.

NOW, THEREFORE, the Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred Three (103) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreements described on Exhibit A and Exhibit B hereto together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York, as such trustee has caused this Correction Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 22 day of April, 1997, but to be effective as of the 5th day of December, 1996.

THE BANK OF NEW YORK,
Successor Trustee

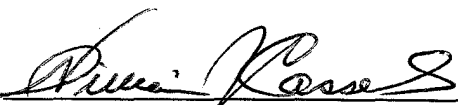
By: 
Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 28th day of April, 1997, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

Series 7

EXHIBIT A

1. Railroad Car Lease Agreement, dated June 16, 1981, between Trinity Industries Leasing Company and Stephens Energy Ltd. (acquired by Superior Propane Inc. and name changed to ETI Energy Transportation Inc.) covering the following described railroad cars (Riders 1, 2, 3, 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	34,090 Gal. 112J340W Tank Cars	GWHX 81001-81025 GWHX 81027-81030 GWHX 300551-300560 TILX 300720-300729

2. Railroad Car Lease Agreement, dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars (Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5125 Cu. Ft. Lo Covered Hopper Cars	TILX 5362-5369

3. Railroad Car Lease Agreement, dated March 11, 1992, between Trinity Industries Leasing Company and Koch Nitrogen Company covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 111A100W1 Tank Cars	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327 TILX 300330-300332, 300334

4. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Company covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335-300344

5. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company (a subsidiary of H.J. Heinz) covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5125 cu. ft. Lo Covered Hopper Cars	TILX 005002, 005003, 005005 TILX 005006, 005009

6. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,125 cu. ft. Lo Covered Hopper Cars	TILX 005011-005015

7. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5125 cu. ft. Lo Covered Hopper Cars	TILX 5271-5274

8. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and U.S.G.L., Inc. covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 112J340W Tank Car	TILX 300345

9. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Cars	TILX 300256

**EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
49 Tank Cars	112J340W	34,090 Gal.	GWHX 81001-81025 GWHX 81027-81030 GWHX 300551-300560 TILX 300720-300729	11/80
8 Hopper Cars	Lo	5125 cu. ft.	TILX 5362-5369	10/95
20 Tank Cars	111A100W1	34,000 Gal.	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327 TILX 300330-300332, 300334	01/80
10 Tank Cars	112J340W	34,000 Gal.	TILX 300335-300344	06/80
5 Hopper Cars	Lo	5125 cu. ft.	TILX 005002, 005003, 005005 TILX 005006, 005009	03/88
5 Hopper Cars	Lo	5125 cu. ft.	TILX 005011-005015	05/88
4 Hopper Cars	Lo	5125 cu. ft.	TILX 5271-5274	03/95
1 Tank Car	112J340W	34,000 Gal.	TILX 300345	06/80
1 Tank Car	112J340W	34,000 Gal.	TILX 300256	03/80